

HOUSE BILL 106

By Lamberth

AN ACT to amend Tennessee Code Annotated, Title 48,  
relative to meetings.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF TENNESSEE:

SECTION 1. Tennessee Code Annotated, Section 48-17-109, is amended by deleting the section and substituting the following:

(a) Unless the charter or bylaws provide otherwise, and subject to guidelines and procedures as the corporation may adopt, a corporation may permit any or all shareholders and proxyholders to participate in a regular or special meeting by, and the corporation may conduct the meeting through the use of, any means of remote communication if:

(1) The corporation implements reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxyholder;

(2) The corporation implements reasonable measures to provide shareholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and

(3) The corporation maintains a record of any vote or other action taken by a shareholder or proxyholder that is taken by means of remote communication.

(b) A shareholder or proxyholder who participates in a meeting by the means described in this section, whether the meeting is to be held at a designated place or

solely by means of remote communication, is deemed to be present in person at the meeting.

SECTION 2. This act takes effect upon becoming a law, the public welfare requiring it.